

EXHIBIT 3

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS “R” US, INC., d/b/a/ Babies “R” Us,
et al.,

Defendants.

C.A. No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS “R” US, INC., d/b/a Babies “R” Us,
et al.,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF ELIZABETH A. FEGAN REGARDING EXPENSES PAID BY
PLAINTIFFS FROM THE BABY PRODUCTS LITIGATION FUND**

I, ELIZABETH A. FEGAN, DECLARE AS FOLLOWS:

1. I am a partner with the firm of Hagens Berman Sobol Shapiro LLP (“Hagens Berman”). I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled actions. My firm is one of the Plaintiffs’ Co-Lead Counsel in this matter. The other Co-Lead Counsel include Spector Roseman Kodroff & Willis, P.C. and Wolf Haldenstein Adler Freeman & Herz.

2. At the outset of the litigation, Plaintiffs’ Co-Lead Counsel agreed to establish and jointly fund, along with other Plaintiffs’ Counsel, a common fund, called the Baby Products Litigation Fund, to finance the larger common costs of prosecuting this litigation. From May 8,

2006 through May 23, 2011, Plaintiffs' Counsel had deposited \$1,280,296.42 into the Baby Products Litigation Fund. Each Plaintiffs' firm has submitted a separate declaration detailing their expenses as well as the amount they contributed to the Baby Products Litigation Fund.

3. Pursuant to an agreement among Co-Lead Counsel, Hagens Berman maintained the checkbook and statements of account for the Baby Products Litigation Fund. All payments made through the Baby Products Litigation Fund were incurred during the course of the prosecution of this action and were authorized by Co-Lead Counsel. This declaration provides the Court with a summary of these expenses. I can also provide the Court with the backup documentation for each such expense at its request.

4. The expenses Plaintiffs' Counsel paid through the Baby Products Litigation Fund can be divided into seven specific categories: (1) Professional Expert and Consulting Services (\$966,015.39); (2) Document Review On-Line Website (\$154,134.00); (3) Foreign Translation Services (\$9,410.00); (4) Deposition Transcript, Video and Other Deposition Related Costs (\$43,086.27); (5) Hearing Materials (\$29,566.63); and (6) Mediation-related Costs (\$37,833.96). Through May 23, 2011, Plaintiffs' Co-Lead Counsel has directed that a total of \$1,240,046.25 in fees and costs be paid through the Baby Products Litigation Fund. The balance in the Fund is \$40,250.17.

A. Expenses Incurred for Professional Experts and Consulting Services

5. Plaintiffs' Counsel incurred and paid \$966,015.39 for professional consultants and experts, which was paid out of the Baby Products Litigation Fund. Plaintiffs retained four consultants and/or experts throughout the prosecution of this litigation: (a) Economic Associates; (b) Navigant Consulting; (c) Econ One; and (d) Advanced Analytics and Dr. Marty Asher.

6. The services of these experts, recounted below, were necessary to Plaintiffs' (and the Court's) understanding of the complex issues in the case, and played a vital role in achieving Settlement approved by the Court.

a. Economic Associates

7. Plaintiffs retained Economic Associates and its lead expert Dr. William Comanor to analyze and prepare expert reports in support of class certification as well as a merits liability and damages report. Dr. Comanor is an economist and professor of economics at the University of California, Santa Barbara. He is also a professor of health services in the School of Public Health at the University of California, Los Angeles. Dr. Comanor assisted Plaintiffs in preparing three expert reports in support of class certification, which analyzed common antitrust impact and formulaic means for calculating damages on a class-wide basis. He was deposed three times on class certification and testified at the two and half day class certification hearing. After the Subclasses were certified, he assisted Plaintiffs in preparing a damages and liability report. He was deposed by Defendants for three days on liability and damages issues. Dr. Jon Riddle, also an economist, assisted Dr. Comanor in analyzing Defendants' data and preparing these various expert reports. Plaintiffs incurred and paid Economic Associates fees and costs totaling \$549,072.97 for services rendered in this matter.

b. Navigant Consulting

8. Plaintiffs retained Navigant Consulting to do an initial economic analysis regarding data availability and potential models demonstrating common antitrust impact. Plaintiffs incurred and paid Navigant Consulting fees and costs totaling \$232,783.71 for services rendered in this matter.

c. Econ One

9. After the Subclasses were certified, Plaintiffs retained Econ One and its lead expert Dr. Marty Asher to analyze and prepare an alternate damages report. Plaintiffs incurred and paid Econ One fees and costs totaling \$150,353.71 for services rendered in this matter.

d. Dr. Marty Asher and Advanced Analytical Consulting Group, Inc.

10. After Dr. Asher and his support team in this matter left Econ One, Plaintiffs retained Dr. Asher together with Advanced Analytical Consulting Group, Inc., where his former Econ One support team is now located, for purposes of evaluating allocation of the Settlement Fund for purposes of final approval of the class action settlement. Plaintiffs incurred and paid Dr. Asher fees and costs totaling \$6,500.00, and Advanced Analytical Consulting Group, Inc. fees and costs totaling \$27,305.00, for services rendered in this matter.

B. Document Review On-Line Website

11. Plaintiffs incurred and paid out of the Baby Products Litigation Fund a total of \$154,134.00 for the document review on-line website hosted by DoeLegal.

C. Foreign Translation Services

12. Plaintiffs incurred and paid out of the Baby Products Litigation Fund a total of \$9,410.00 to Crowe Foreign Services, TLS Translation Inc., and Legal Language Services to translate certain foreign documents produced by BabyBjörn AB.

D. Deposition Transcript, Video and Other Deposition Related Costs

13. Plaintiffs incurred and paid out of the Baby Products Litigation Fund a total of \$43,086.27 for transcripts and videotapes of some of the depositions taken in this litigation.

E. Hearing Materials

14. Plaintiffs incurred and paid out of the Baby Products Litigation Fund a total of \$29,566.63 in fees and costs to Digital Evidence to prepare exhibits that were used at hearings in this matter.

F. Miscellaneous and Mediation Costs

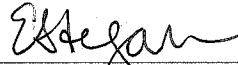
15. Plaintiffs' Counsel incurred and paid out of the Baby Products Litigation Fund a total of \$37,833.96 in miscellaneous expenses, including mediation costs.

16. In May 2010, the parties jointly selected Professor Eric Green from Resolutions LLC to mediate a settlement in this matter. In May 2010, during the course of a three-day in-person mediation attended by both counsel and many of Defendants' top management, the parties reached a tentative agreement on the monetary terms of a proposed settlement. However, it took the parties another four months and hundreds of hours of extensive phone calls and writings through Professor Green to negotiate a Memorandum of Understanding which was signed on September 29, 2010. Thereafter, the parties continued to negotiate the details of the proposed Settlement, by telephone, email and an in-person meeting, until the final Settlement was signed in January 2011. Plaintiffs incurred and paid \$32,149.64 in fees and costs relating to the services of Professor Green.

17. As of today's date, there is a balance of \$40,250.17 in the Baby Products Litigation Fund.

I declare under penalty of perjury under the laws of the State of Illinois that the foregoing
is true and correct.

Executed this 24th day of May, 2011, at Oak Park, Illinois.



Elizabeth A. Fegan